

A.G. BARR p.l.c. 2020 Annual General Meeting

PROXY FORM

Notification of Availability
A.G. Barr p.l.c.

21 May 2020

Dear Shareholder
This is a notification to inform you that A.G. Barr's Notice of Annual General Meeting 2020 is available to view or download on the Company's corporate website at www.agbarr.co.uk.

2020 Annual General Meeting

The 2020 Annual General Meeting of A.G. BARR p.l.c. (the "**Company**") will be held at the offices of A.G. BARR p.l.c., Westfield House, 4 Mollins Road, Cumbernauld, G68 9HD at 09.30 a.m. on Thursday 25 June 2020 (the "**Annual General Meeting**").

In light of Government restrictions in response to the Coronavirus (COVID-19) outbreak in the United Kingdom, shareholders will not be allowed entry to the Annual General Meeting and are encouraged to vote in advance using their proxy form. Given the restrictions on attendance, shareholders should appoint the **Chairman of the meeting** as their proxy rather than a named person as they will not be permitted to attend the meeting.

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PROXY FORM

A.G. BARR p.l.c. 2020 Annual General Meeting

Voting ID _____ Task ID _____ Shareholder Reference Number _____

PLEASE READ THE NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS FORM if you wish, you can submit your proxy form electronically at www.sharevote.co.uk using the numbers above.

You may, if you prefer, return this card in a sealed envelope to FREEPOST RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 8LU. Please allow one week before the deadline to ensure your form arrives in time. Where multiple Proxy Forms are completed, they should be returned together in the same envelope.

To be valid, your proxy instructions or signed and dated Proxy Form(s) must be received no later than 09.30 a.m. on Tuesday 23 June 2020 at the offices of the Registrars at the address stated on this card.

I/we the undersigned, being a member/member(s) of the Company, hereby appoint the Chairman of the meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting, and at any adjournment thereof.

* _____

* Insert number of shares your proxy may vote if less than total holding (see Notes 2 and 3).

Please indicate here with an "X" if this Proxy Form is one of multiple instructions being given (see Note 2).

I/we direct my/our proxy the Chairman to vote on the resolutions set out in the notice convening the Annual General Meeting as follows (see Note 1):

	For	Against	Withheld**
1. To receive and approve the audited accounts of the group and the Company for the year ended 25 January 2020 together with the directors' and auditor's reports thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and approve the annual statement by the chairman of the remuneration committee and the directors' remuneration report for the year ended 25 January 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr John Ross Nicolson as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr Roger Alexander White as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr Stuart Lorimer as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr Jonathan David Kemp as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Mr William Robin Graham Barr as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Ms Susan Verity Barratt as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ms Pamela Powell as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Mr David James Ritchie as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Mr Nicholas Barry Edward Wharton as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-appoint Deloitte LLP as auditor of the Company and to authorise the audit and risk committee to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the directors to allot shares in the Company subject to the restrictions set out in the resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the disapplication of pre-emption rights subject to the limits set out in the resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the Company to purchase its own shares up to the specified amount.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

** See Note 4

Signature	Date
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Notes

1. To direct the Chairman how to vote on the resolutions, please mark the appropriate box with an "X". Unless you indicate otherwise, your proxy may vote or abstain from voting as he/she thinks fit.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint any more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy, you should photocopy the Proxy Form. On each Proxy Form, please indicate in the box next to the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy. The total number of shares entered on all the Proxy Forms you submit must not exceed the number of shares you hold in the Company. Please also indicate, by marking the relevant box, if the proxy instruction is one of multiple instructions being given.
3. If no number of shares is entered, the Chairman will be authorised to act on your behalf in relation to your entire shareholding in the Company.
4. The vote "Withheld" option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of votes "For" or "Against" a resolution. If no voting indication is given, your proxy may vote or abstain from voting at his/her discretion.
5. A Proxy Form for a body corporate must be either signed by a duly authorised officer or attorney of such body or executed under its common seal. If this Proxy Form is signed under a power of attorney or other authority, that power of attorney or other authority (or a certified copy thereof) must be provided with the signed Proxy Form.
6. Only one of the joint holders need sign the Proxy Form. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holder(s).
7. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual and in the Notice of AGM. Shareholders wishing to vote online may do so via the registrar's website, www.sharevote.co.uk. To log in, you will need your unique voting ID, task ID and shareholder reference number, which are printed on this form. Full instructions on how to complete the voting process are provided on the Shareview website. Electronic proxies must be lodged on the website no later than 09.30 a.m. on 23 June 2020.

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